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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 SEP - 5 AM 11:41

APPROVED
AND
FILED

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SOUND RIGHT MUSIC FOUNDATION, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gilberto E Sanchez. Esq.
Name (Printed or typed)

114 South Fremont Avenue
Address

Tampa, FL. 33606
City, State & Zip

(813) 254-1777
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SOUND RIGHT MUSIC FOUNDATION, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, make, adopts and hereby certify the following:

ARTICLE 1. Name. The name of the corporation shall be **SOUND RIGHT MUSIC FOUNDATION, INC.**

ARTICLE 2. Address. The place in this state where the principal office of the Corporation is to be located at **2232 FLUORSHIRE DRIVE, BRANDON, FL 33511** in **Hillsborough County**. The address of the principal office and the mailing address of the corporation is: **P.O. BOX 1926, TAMPA, FL 33601.**

ARTICLE 3. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: **114 S. FREMONT AVE., TAMPA, FL 33606.** The name of its initial registered agent at that address is: **SANCHEZ LAW OFFICES, P.A.**

ARTICLE 4. Members/Directors. The corporation may have members as set forth in the By-laws, but shall not issue membership certificates. The corporation shall not issue shares of stock. The Board of Directors shall be appointed in accordance with the By laws.

ARTICLE 5. Not for Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under **26 U.S.C.A. § 501(c)(3)** (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under **26 U.S.C.A. § 501(c)(3).**

ARTICLE 6: Duration. The duration of the corporation is perpetual.

ARTICLE 7. Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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sponsoring, organizing, administering, enhancing, and/or operating art and cultural exhibitions, assemblies, special events, programming and/or activities that benefit the public.

ARTICLE 8. Powers. Solely for the above purposes, the corporation shall have the following powers:

A. Produce; sponsor, co-sponsor, organize, or promote a healthy, productive, college-going culture through music, art, and entertainment.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. Limitation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Article Seven hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code,

**ARTICLES OF INCORPORATION
OF**

SOUND RIGHT MUSIC FOUNDATION, INC.

or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 10. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12. Board of Directors and Officers. There shall be a board of directors consisting of at least three individuals. The name, addresses and title of the board of directors are as followed:

1. Name: Braulio Colón
 - a. Address: 2232 Fluorshire Drive, Brandon, FL 33511
 - b. Title: President and Chairman of the Board
2. Name: Bryan Powe
 - a. Address: 16219 Sierra De Avila, Tampa, Fl 33613
 - b. Title: Vice President and Board Member
3. Name: Glenton Gilzean, Jr.
 - a. Address: 3307 West Cherokee Avenue, Tampa, FL 33611
 - b. Title: Treasurer and Board Member

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After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 13. Officers. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 14. Incorporators. The name and street address of incorporator is SANCHEZ LAW OFFICES, P.A. address: 114 S. FREMONT AVE. TAMPA, FL 33606.

ARTICLE 15. Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16. Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17. Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 18. Commencement of Corporate Existence. The date when corporate existence shall commence is August 29, 2008.

In, witness, the undersigned incorporator has signed these articles of incorporation on this 29 day of August, 2008.

Signature of Incorporator

**ARTICLES OF INCORPORATION
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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida

:

1. Name of the corporation: **SOUND RIGHT MUSIC FOUNDATION, INC.**

2. Name and address of the registered agent and office: SANCHEZ LAW OFFICES, P.A. and 114 S. FREMONT AVE. TAMPA, FL 33606.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

Dated: 8/29/08

08 SEP - 5 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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